

***Caution:* DRAFT FORM**

This is an advance draft. It is subject to change before it is officially released in November 2006.

Instructions for 2006 Schedule VC

General Instructions

Purpose of Schedule VC

Use Schedule VC to claim a credit for investing in qualified new business ventures. Two credits are available: (1) an angel investment credit for individuals and networks of individuals who directly invest in qualified new business ventures, and (2) an early stage seed investment credit for payments made to certified fund managers to invest in qualified new business ventures.

The Wisconsin Department of Commerce administers the qualified new business venture program. To qualify for an investment tax credit, the investor must first apply to the Department of Commerce and receive a tax credit verification form showing the total tax credit, the years for which the credit applies, and the amount of tax credit. For more information about the program, visit the Department of Commerce web site at www.commerce.wi.gov/Act255/ or write to the Wisconsin Department of Commerce, P.O. Box 7970, Madison, WI 53707-7970.

Partnerships, limited liability companies (LLCs) treated as partnerships, and tax-option (S) corporations cannot claim the credits, but the credits attributable to the entity's investment pass through to the partners, members, or shareholders in proportion to their ownership interests or as specially allocated in the organizational documents of the entity.

Note: An investment partnership or joint venture must file a Wisconsin partnership return, Form 3, in order to compute and pass through the credit to its partners or members.

What Is a Qualified New Business Venture

To be certified as a qualified new business venture, a company must meet certain requirements, including the following:

- Have its headquarters in Wisconsin.
- Have less than 100 employees, at least 51% of whom are employed in Wisconsin.
- Engage in, or be committed to engage in, manufacturing, agriculture, or processing or assembling products and conducting research and development or developing a new product or business process.
- Not engage in real estate development, insurance, banking, lending, lobbying, political consulting, professional services provided by attorneys, accountants, business consultants, physicians, or health care consultants, wholesale or retail trade, leisure, hospitality, transportation, or construction.
- Have been operating in Wisconsin for not more than 10 consecutive years.
- Have not received more than \$1 million in investments that qualify for angel investment tax credits.
- Have not received aggregate private equity investment in cash of more than \$10 million prior to being certified.

For additional requirements, see the Department of Commerce web site. Qualified new business status lasts for one year from the certification date. A business may reapply to the Department of Commerce each year for certification for that year.

Credits Are Income

The credits that you compute on Schedule VC are income and must be reported on your Wisconsin franchise or income tax return for the year certified by the Department of Commerce. This is true even if you cannot use the full amount of a credit certified for this year to offset tax liability for this year and must carry part or all of it forward to future years.

Carryover of Unused Credits

The angel investment credit and early stage seed investment credit are nonrefundable. Any unused credits may be carried forward for 15 years. If there is a reorganization of a corporation claiming an early stage seed investment credit, the limitations provided by Internal Revenue Code section 383 may apply to the carryover of any unused credit.

Specific Instructions

Part I – Angel Investment Credit

The angel investment credit is available to individuals who are “angel investors” or members of an “angel investment network.” An “angel investor” is an “accredited investor” who makes a “bona fide angel investment.” An “accredited investor,” as defined by the Department of Commerce, is an individual who meets certain requirements, including the following:

- (a) Invests his or her own monies in a qualified new business venture.
- (b) Does not own, control, or hold power to vote 20% or more of the outstanding securities of the qualified new business venture.
- (c) Is not a spouse, parent, grandparent, sibling, child, step-child, or grandchild of an individual who owns, controls, or holds power to vote 20% or more of the outstanding securities of the qualified new business venture.
- (d) Meets any of the following requirements at the time that the original investment is made:
 - Has a net worth, or a joint net worth together with his or her spouse, in excess of \$1 million.
 - Had an income in excess of \$200,000 in each of the prior 2 years or a joint income with his or her spouse in excess of \$300,000 in each of those years and reasonably expects to reach the same income level in the current year.
 - Is a director, executive officer, or general partner of the issuer of the securities being offered or sold, or a director, executive officer, or general partner of a general partner of that issuer.
 - Has knowledge and experience in financial and business matters and he or she is capable of evaluating the merits and risks of the prospective investment, or the issuer reasonably believes immediately prior to making any sale that the purchaser comes within this description.

An “angel investment network” is a group of angel investors organized for the sole purpose of making a bona fide angel investment in a single qualified new business venture. It includes a partnership or LLC that is a nonoperating entity as determined by the Department of Commerce, an individual, or a fiduciary.

A “bona fide angel investment” means an investment made by an accredited investor or an angel investment network in a qualified new business venture. An investment is the investment of cash in exchange for common stock, partnership or membership interest, preferred stock, or an equivalent ownership interest in the qualified new business venture acceptable to the Department of Commerce.

Line 1. Fill in the information requested regarding your investments in qualified new business ventures that the Department of Commerce has verified as eligible for a tax credit for 2006.

Line 3. Fill in the angel investment credit passed through to you from an angel investment network that the Department of Commerce has verified as eligible for a tax credit for 2006.

Line 4. Add lines 2 and 3. This is the total 2006 angel investment credit. Enter the amount on line 4 as an addition to income on the appropriate line of your Wisconsin income tax return.

Special instructions apply to partnerships, LLCs treated as partnerships, and fiduciaries.

- **Partnerships and LLCs treated as partnerships:** Prorate the angel investment credit on line 4 among the partners or members based on their ownership interests or as specially allocated in their organizational documents. Show only the credit for each partner or member on Schedule 3K-1.
- **Fiduciaries:** Prorate the angel investment credit that otherwise would be entered on line 4 between the fiduciary itself and its beneficiaries based on their ownership interests or as specially allocated in their organizational documents. Show only the fiduciary’s portion of the credit on line 4. Show the beneficiaries’ portion of the credit to the left of line 4. Label it “Beneficiaries’ portion” and show the credit for each beneficiary on Schedule 2K-1.

Line 6. Add lines 4 and 5. This is the available angel investment credit.

Required Attachments to Schedule VC

To claim the angel investment credit, you must attach the following information to Schedule VC:

- A copy of the qualified new business venture certification form provided by the Department of Commerce.
- The tax credit verification form issued by the Department of Commerce.

If the credit is passed through from a partnership, LLC treated as a partnership, estate, or trust, attach a copy of your Schedule 3K-1 or 2K-1 to Schedule VC instead of the above information.

Recovery of Angel Investment Credit

If you hold an investment on which a credit is based for less than one year, you must repay to the Department of Revenue the amount of the credit that you received for that investment.

Part II – Early Stage Seed Investment Credit

The early stage seed investment credit is based on a claimant’s investment paid to a certified fund manager that the fund manager invests in a qualified new business venture.

An investment fund manager must apply to the Department of Commerce for certification. Only fund managers who meet certain requirements and commit to consider investing in qualified new business ventures may receive certification.

The initial investment by a certified fund manager into a qualified new business venture must occur after the date the fund manager is certified. The funds invested in the business must be from cash invested in the fund after the fund manager is certified. If investments have been made in a business by the certified fund manager prior to the certification of the business, no subsequent investment in the qualified new business venture after December 31, 2005, by the certified fund manager will qualify for the credit.

Line 7. Fill in the information requested regarding your investments paid to a certified fund manager that the Department of Commerce has verified as eligible for a tax credit in 2006.

Line 9. Fill in the amount of early stage seed investment credit passed through from other entities.

Line 10. Add lines 8 and 9. This is the total 2006 early stage seed investment credit. Enter the amount on line 10 as an addition to income on the appropriate line of your Wisconsin franchise or income tax return.

Special instructions apply to tax-option (S) corporations, partnerships, LLCs treated as partnerships, and fiduciaries.

- **Tax-option (S) corporations, partnerships, and LLCs treated as partnerships:** Prorate the early stage seed investment credit on line 10 among the shareholders, partners, or members based on their ownership interests or as specially allocated in their organizational documents. Show only the credit for each shareholder on Schedule 5K-1 and for each partner or member on Schedule 3K-1.
- **Fiduciaries:** Prorate the early stage seed investment credit that otherwise would be entered on line 10 between the fiduciary itself and its beneficiaries based on their ownership interests or as specially allocated in their organizational documents. Show only the fiduciary’s portion of the credit on line 10. Show the beneficiaries’ portion of the credit to the left of line 10. Label it “Beneficiaries’ portion” and show the credit for each beneficiary on Schedule 2K-1.

Line 12. Add lines 10 and 11. This is the available early stage seed investment credit.

Required Attachments to Schedule VC

To claim the early stage seed investment credit, you must attach the following information to Schedule VC:

- A copy of the certification issued by the Department of Commerce to the business and to the fund manager.
- A statement from the fund manager containing all of the following information:
 - Name and address of the fund manager.
 - For each investment the date, total amount of investment, amount invested in a qualified new business venture, name and address of the qualified new business venture, and amount of tax credit.

If the credit is passed through from a tax-option (S) corporation, partnership, LLC treated as a partnership, estate, or trust, attach a copy of your Schedule 5K-1, 3K-1, or 2K-1, as appropriate, to Schedule VC instead of the above information.